

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

AFFIDAVIT OF MARY A. WELLS  
ON BEHALF OF WELLS, ANDERSON & RACE LLC  
(Legal Ordinary Course Professional)

STATE OF COLORADO )  
) ss:  
CITY AND COUNTY OF DENVER)

I, Mary A. Wells, being duly sworn, deposes and says:

1. I am a member of Wells, Anderson & Race LLC, which firm maintains offices at 1700 Broadway, Suite 1020, Denver, Colorado 80290.

2. Neither I, Wells, Anderson & Race LLC, or any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this Affidavit.

3. Wells, Anderson & Race LLC has represented and advised the Debtors in litigation with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Wells, Anderson & Race LLC has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Wells, Anderson & Race LLC proposes to render the following services to the Debtors: legal services.

5. Wells, Anderson & Race LLC's current fees arrangement is as follows:

Mary A. Wells	\$275 per hour
David G. Mayhan	\$210 per hour
Paralegals	\$95 per hour

As of January 1, 2006, the fees with be:

Mary A. Wells	\$310 per hour
David G. Mayhan	\$225 per hour
Paralegals	\$115 per hour

6. Except as forth herein, no promises have been received by Wells, Anderson & Race LLC, or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.


7. Wells, Anderson & Race LLC has no agreement with any entity to share with such entity any compensation received by Wells, Anderson & Race LLC.

8. Wells, Anderson & Race LLC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. Wells, Anderson & Race LLC does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

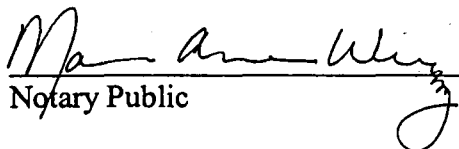
9. Neither I, Wells, Anderson & Race LLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Wells, Anderson & Race LLC is to be engaged.

10. The foregoing constitutes the statement of Wells, Anderson & Race LLC pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

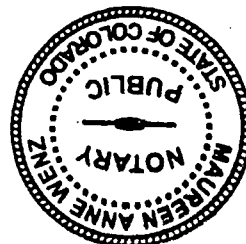
Further the Affiant sayeth not.

  
\_\_\_\_\_  
Mary A. Wells

Subscribed and sworn before me  
this 13<sup>th</sup> day of December, 2005.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 05/17/2006



**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Affidavit of Mary A. Wells on Behalf of Wells, Anderson & Race LLC was mailed, via U.S. Mail, postage prepaid, this 13<sup>th</sup> day of December, 2005, to the following:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

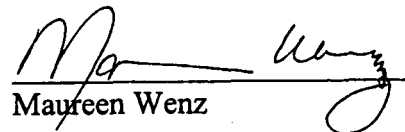
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